

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) **Chapter 11**  
          )  
W. R. GRACE & CO., et al.,<sup>1</sup>         ) **Case No. 01-1139 (JKF)**  
  ) **(Jointly Administered)**  
Debtors.         )

**DECLARATION OF ALADDIN GHAFARI IN SUPPORT OF MACERICHI FRESNO  
LIMITED PARTNERSHIP'S MOTION FOR SUMMARY JUDGMENT WITH  
RESPECT TO THE DEBTORS' FIFTEENTH OMNIBUS OBJECTION  
(SUBSTANTIVE) TO ASBESTOS PROPERTY DAMAGE CLAIMS ON BASES OF  
STATUTE OF LIMITATIONS, LACHES, AND ASSUMPTION OF RISK**

1. I am the Senior Environmental Project Manager for The Macerich Management Company. I have held this position since early 1997. My duties include, among other things, ensuring that all activities and work undertaken at properties owned by The Macerich Company and its subsidiaries comply with federal, state and local environmental laws. In carrying out these duties, it is my responsibility to ensure the proper management, including where necessary, the abatement, of asbestos-containing materials ("ACM") at the Fresno Fashion Fair mall ("Mall"), a shopping center owned by a subsidiary of The Macerich Company, Macerich Fresno Limited Partnership (collectively "Macerich").

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circé Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I am informed and believe that in 1987, Macerich purchased a limited ownership interest in the Mall. Macerich disposed of its ownership interest in 1988, but continued to manage the Mall from 1988 to the present. In 1996, Macerich purchased the Mall, and it is the current owner.

3. The Mall has two wings, the East Wing and the West Wing. What is now referred to as the East Wing is the original mall structure, which I am informed and believe was constructed in 1970. The West Wing was built in 1982. Each wing contains numerous small retail spaces and a few large retail spaces, in addition to common areas. Macerich leases each of the retail spaces to retail businesses.

4. The East Wing presently contains 65 small retail spaces, three large retail spaces for anchor stores (collectively, "retail spaces"), and a common area (the "common area").

5. Macerich maintains records in the ordinary course of business with respect to the condition and maintenance of the East Wing facilities. It is part of my responsibilities to assure that such records are maintained and accurate. From my review of those business records, I am informed and believe that an asbestos survey of the East Wing of the Mall was performed in 1988 (the "1988 Survey"). The 1988 Survey indicated that the spray-applied fireproofing ("SAFP") on structural beams and cross members and some columns in the East Wing contained asbestos, and that most of the walls and studs behind existing dry walls were covered with SAFP over-spray. These beams and cross members are generally located in the ceiling cavity and walls of retail spaces, and in the common areas of the Mall. The 1988 Survey indicated that there was some delamination of the fireproofing on those structural beams, at locations within the East Wing. Limited air sampling conducted in connection with the 1988 Survey detected the presence of asbestos fibers, but at levels below Federal and California regulatory thresholds. I am informed and believe that the results of the 1988 Survey indicated the presence of asbestos-containing material at the Mall, but did not identify conditions that required abatement of the fireproofing material throughout the Mall structure.

6. From my review of the business records, I am also informed and believe that, in 1996, Macerich commissioned another asbestos survey of the East Wing of the Mall (the “1996 Survey”), which was conducted in connection with Macerich’s purchase of the Mall. Like the 1988 Survey, the 1996 Survey identified asbestos-containing SAFP on the structural beams and cross members throughout the East Wing of the Mall (except for six retail spaces that had been abated during 1992 and 1995). The 1996 Survey determined that the condition of the SAFP remained generally adequate. The results of air sampling also continued to indicate that ambient air asbestos levels were below regulatory thresholds. Thus, the condition of the SAFP did not require immediate abatement of the SAFP.

7. The presence of the asbestos-containing SAFP, while not presenting a condition that required immediate removal to avoid health risks to the workers and public at the Mall, has interfered with Macerich’s use of the Mall. Disturbance and removal of asbestos-containing SAFP is subject to Federal and California law pertaining to the disturbance and removal of asbestos-containing material. Applicable Federal and California law includes: section 112 of the Clean Air Act (42 U.S.C. § 7412) and associated federal regulations at Part 61, Subpart M of Title 40 of the Code of Federal Regulations; section 6300 et seq. of the California Labor Code and associated regulations in Title 8 of the California Code of Regulations; and Rule 4002 of the San Joaquin Valley Unified Air Pollution Control District. These authorities establish a number of requirements for activities that may disturb friable asbestos, including notification of appropriate agencies; worker training; protective work practices; asbestos isolation and containment procedures; spent waste disposal methods; and hazardous waste manifesting requirements.

8. Each time a retail space “turns over” – i.e., when the existing tenant leaves- Macerich prepares the space for the new tenant’s arrival according to the new tenant’s specifications as provided in the lease. In some cases, the new tenant requires that Macerich renovate the space by repairing walls and ceiling tiles and repainting the space. Additionally, in situations where new tenants take their spaces “as is,” these tenants frequently require that

Macerich deliver the spaces free of asbestos. As discussed above, the 1988 Survey and the 1996 Survey identified asbestos-containing SAFP on structural members throughout the Mall, and on adjacent areas as well due to "overspray" in the original application process, with friable asbestos identified in various locations. Macerich was also aware that, over time, the asbestos-containing SAFP might deteriorate, and lose its adhesion to the structural beams. Therefore, Macerich understood that while the existing condition of the SAFP would not require abatement, Macerich was likely to disturb friable asbestos each time Macerich renovated a retail space or the common areas. In addition, Macerich also understood that, if a tenant required the delivery of an asbestos-free space, Macerich would have to remove the SAFP from the space.

9. To prevent friable asbestos-containing SAFP from releasing asbestos particles into the air during a during a renovation or an asbestos abatement required by an incoming tenant, Macerich is required to establish special asbestos handling methods, and it removes all of the asbestos-containing SAFP from the structural members before the new tenant moves in. In addition, in order to access the asbestos-containing SAFP, Macerich must remove the walls and ceiling tiles to expose the structural members on which the SAFP was applied as well as areas of overspray, and replace them when the abatement has been completed.

10. Macerich has been required to expend substantial sums of money and staff time to comply with the legal requirements pertaining to removal of asbestos each time that it has renovated a retail space during a tenant turn-over. Moreover, compliance with the asbestos removal requirements added weeks to each turn-over, thereby reducing the period of time for which Macerich was able to collect rents for spaces that required abatement. Macerich expects to incur similar costs and interference with its use of the Mall during future abatement of retail spaces.

11. It is not reasonable or commercially feasible for Macerich to remove asbestos-containing SAFP from a retail space while that space is occupied by a tenant. First, for each retail space, Macerich enters into a lease with the tenant. In general, the lease restricts Macerich's ability to enter a retail space for the purpose of conducting renovations. Second, as

described in paragraph 9, in order to remove asbestos-containing SAFP from the structural members, Macerich must remove the walls and ceiling tiles. This would require that Macerich order a tenant to vacate the retail space, including the removal of all its retail stock, display furniture, equipment and other supplies, until the asbestos abatement was completed and the walls and ceiling tiles were replaced. The entire asbestos abatement process (including the removal and replacement of walls and ceilings) can take up to a month, or even longer for larger spaces, severely disrupting the tenant's business.

12. In 2003, Macerich renovated the common areas in the East Wing of the Mall. As part of this work, Macerich removed the asbestos-containing SAFP on the structural members in the common area, at a cost of approximately \$1.2 million.

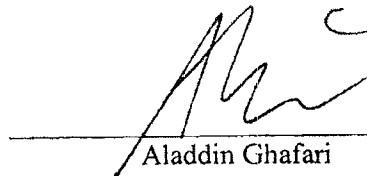
13. On March 31, 2003, Macerich filed a Proof of Claim in the instant W.R. Grace bankruptcy proceeding (Exhibit 1). Macerich estimated that its present and future property damages associated with the asbestos-containing SAFP at the Mall would total approximately \$8 million. By the end of 2006, Macerich had removed the asbestos-containing SAFP from 58 of the 65 retail spaces in the East Wing of the Mall, at a total cost of approximately \$2.75 million. Going forward, Macerich must remove the asbestos-containing SAFP from 7 retail stores, plus two large anchor stores, in the East Wing. The current estimated cost of that additional abatement is \$4.5 million.

14. At my direction, Sigma Incorporated, an asbestos abatement consulting firm carried out an analysis of the asbestos-containing SAFP on the structural and cross beams at the East Wing, and compared the composition of the material on the beams with the composition of Zonolite Mono-Kote. Sigma reported that its analysis indicated that the composition of the fireproofing material on the beams was consistent with the composition of Zonolite Mono-Kote, a W.R. Grace product. On or about July 15, 2003, Macerich submitted an amendment to its March 31, 2003 Proof of Claim, attaching the Sigma report as evidence identifying the asbestos-containing SAFP at the Mall as Zonolite Mono-Kote, a product manufactured by W.R. Grace. I

have attached a summary of the Sigma report (Exhibit 2), which was included as part of the materials I submitted with the amendment to the March 31, 2003 Proof of Claim.

I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct.

Dated: February 15, 2007



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Aladdin Ghafari

Exhibit 1

RECEIVED

APR 09 2003

# W.R. GRACE & CO.

## ASBESTOS PROPERTY DAMAGE

## PROOF OF CLAIM FORM

*The United States Bankruptcy Court for the District of Delaware*  
*In re: W.R. Grace & Co., et al., Debtors, Case No. 01-01139 (JKF)*  
*(Jointly Administered)*

### SUBMIT COMPLETED CLAIMS TO:

Claims Processing Agent  
Re: W.R. Grace & Co. Bankruptcy  
PO Box 1620  
Faribault, MN 55021-1620

For a complete list of the Debtors in this case, please see "The Debtors" section of the *General Instructions for Completing Proof of Claim Forms*. The Debtors in this case are collectively referred to in this document as "Grace".

If you have a current claim against Grace for property damage allegedly resulting from asbestos from a Grace product (*other than Zonolite Attic Insulation*), THIS ASBESTOS PROPERTY DAMAGE PROOF OF CLAIM FORM MUST BE RECEIVED ON OR BEFORE 4:00 P.M. EASTERN TIME ON MARCH 31, 2003, or you will be forever barred from asserting or receiving payment for your claim.



**A. Real Property For Which A Claim Is Being Asserted (continued)**

If yes, please specify the dates and description of such renovations.

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Description Demolition of ceiling & flooring in tenant spaces.

Year

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Description Demolition of ceiling & flooring in common area.

Year

--	--	--

Description See Attachment A.

Year

11. To the best of your knowledge, have any other interior renovations been completed on the property during any other period of time which affected any asbestos on the property?

Yes       No

If yes, please specify the dates and descriptions of such renovations.

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Description Various rebuilds of tenant spaces at turnovers.

Year

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Description See Attachment A.

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Description

Year

**B. Claim Category**

12. For which category are you making a claim on the property?

Category 1: Allegation with respect to asbestos from a Grace product in the property

Category 2: Allegation with respect to one of Grace's vermiculite mining, milling or processing operations

• If you checked Category 1 in question 12, complete section C.

• If you checked Category 2 in question 12, complete section D.

**C. Category 1 Claim: Allegation With Respect To Asbestos From A Grace Product In The Property**

13. For what alleged asbestos-containing product(s) are you making a claim?

or  Monokote-3 fireproofing insulation

Other Specify: Further investigation is required. See Attachment A.

(For a list of the brand names under which Grace manufactured products that may have contained commercially added asbestos, see Exhibit 2 to the Claims Bar Date Notice provided with this Proof of Claim Form.)

14. When did you or someone on your behalf install the asbestos containing product(s) in the property?

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I did not install the product(s)

Year

15. If you or someone on your behalf did not install the asbestos containing product(s), to the best of your knowledge, when was/were the product(s) installed?

--	--	--

Don't know.

Year

9276103

1010867

25. If you responded Yes to question 22. or 24. and you have not supplied documents, please specify the dates and descriptions of any such efforts.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Description	
--------------------------	--------------------------	--------------------------	-------------	--

Year

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Description	
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Year

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Description	
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Year

26. Have you or anyone on your behalf ever conducted any testing or sampling for the presence of asbestos or other particulates in the property?

 Yes No**If Yes, Attach All Documents Related To Any Testing Of The Property.**

27. If you responded Yes to question 26., but you have not provided documents, indicate who may have possession or control of such testing documents or where such documents may be located.

See Attachment B.

28. If you or someone on your behalf did not conduct any testing or sampling for the presence of asbestos or other particulates on the property, to the best of your knowledge, did anyone else conduct such testing or sampling with respect to the property?

 Yes No

29. If you responded Yes to question 26. or 28. and you have not supplied related documents, please describe when and by whom and the type of testing and/or sampling (e.g. air, bulk and dust sampling).

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Company/Individual	
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Year

Type of testing:

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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Company/Individual

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Year

Type of testing:

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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Company/Individual

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Year

Type of testing:

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30. Has the Grace product or products for which you are making this claim ever been modified and/or disturbed?

 Yes No

31. If yes, specify when and in what manner the Grace product or products was modified and/or disturbed?

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Description	Asbestos abatement in tenant spaces.
--------------------------	--------------------------	--------------------------	-------------	--------------------------------------

Year

2	0	0	3
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Description

Asbestos abatement in common areas.

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Year

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Description

See Attachment A.

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Year

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1010867

36. How did you first learn of the presence of asbestos on your property?

Attach all documents relating or referring to the presence of asbestos on the property. If the documents are too voluminous to attach, attach a summary of the documents indicating the name of each document, date of each document, a brief description of the document, the location of the document, and who has possession or control of the document.

If you provide a summary of the documents rather than the documents themselves, you are required to consent to the production and release of those documents to Grace upon Grace's further request.

37. If you do not have any documents relating or referring to the presence of asbestos on the property, explain why not and indicate who may have possession or control of any such documents with respect to the property.

38. Have you or anyone on your behalf made an effort to remove, contain and/or abate the asbestos on your property?

Yes       No

If Yes, attach all documents relating or referring to such efforts. If the documents are too voluminous to attach, attach a summary of the documents indicating the name of each document, date of each document, a brief description of the document, the location of the document, and who has possession or control of the document.

If you provide a summary of the documents rather than the documents themselves, you are required to consent to the production and release of those documents to Grace upon Grace's further request.

39. If you do not have any documents relating or referring to the removal, containment and/or abatement of the asbestos on your property, explain why not and indicate who may have possession and control of such documents with respect to the property.

40. If you or someone on your behalf did not make an effort to remove, contain and/or abate the asbestos on your property, to the best of your knowledge, did anyone else make such an effort?

Yes       No

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## A. INTRODUCTION

1. Has any asbestos-related property damage lawsuit or claim been filed against Grace on behalf of this claiming party relating to the property for which you are making this claim?

No  
 Yes – lawsuit  
 Yes – non-lawsuit claim (other than a workers' compensation claim)

2. Has any asbestos-related property damage lawsuit or claim been filed against any other party on behalf of this claiming party relating to the property for which you are making this claim?

No  
 Yes – lawsuit  
 Yes – non-lawsuit claim (other than a workers' compensation claim)

*If an asbestos-related property damage lawsuit has been filed by or on behalf of this claiming party relating to the property for which you are making a claim, complete Section B. below.*

*If an asbestos-related property damage non-lawsuit claim has been made by or on behalf of this claiming party relating to the property for which you are making a claim, complete Section C. on the following page.*

## B. LAWSUITS

1. Please provide the following information about each asbestos-related property damage lawsuit which has been filed relating to the property for which you are making this claim or attach a copy of the face page of each complaint filed.

a. Caption Federal - Mogul Global, Inc. et al.

b. Court where suit originally filed: D E L A W A R E Docket No.: 0 1 - 1 0 5 7 8  
County/State

c. Date filed: 0 3 - 0 3 - 2 0 0 3  
Month Day Year

a. Caption

b. Court where suit originally filed:  Docket No.:   
County/State

c. Date filed:   -  -    
Month Day Year

a. Caption

b. Court where suit originally filed:  Docket No.:   
County/State

c. Date filed:   -  -    
Month Day Year

(Attach additional pages if necessary.)

**ATTACHMENT A**

As required by the Bar Date Order, Macerich asserts this claim against W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.). However, Macerich's claim may be against one or more of the other Debtors. Macerich will amend its claim when and if it learns that this claim should have been asserted against a Debtor other than W. R. Grace & Co.

**Item 10.**

Each tenant of the property is responsible for its own "build-out" of leased space. Each time a space rolls-over, Macerich removes the ceiling and flooring (including all asbestos containing fireproofing) from that space and provides a clean shell to the new tenant.

Beginning in January 2003, Macerich has been removing the ceiling and flooring (including all asbestos containing fireproofing) from the property's common areas as part of ongoing renovations. The project is expected to take approximately six months.

Macerich estimates its total costs for removing asbestos containing fireproofing from the property to be \$8 million. Macerich bases this estimate on expenses that it has incurred or that it anticipates it will incur for physical, economic or any other damage or injury to the property arising out of the installation, presence, removal or release of asbestos.

**Item 11.**

See Item 10.

**Item 13.**

In 1988, Macerich learned that asbestos containing fireproofing was present at the property. Macerich needs to investigate further to determine the brand name of that fireproofing. If it is determined that the Debtors did not produce the fireproofing present at the property, Macerich will withdraw this claim.

**Item 31.**

See Item 10.

**ATTACHMENT B**

# EXISTING GENERAL REPORTS

## FRESNO FASHION FAIR

As of March 24, 2003

**THIS LIST DOES NOT INCLUDE PHASE I, PCA OR REPORTS NOT BOUND LOCATED IN FILES**

REPORT TITLE	CONSULTANT	REPORT DATE	CONSULTANT PROJECT #
ACM SURVEY (D4)	ATC	2/23/98	#82128.6024
ACM MASTER SPECIFICATIONS (#IIO)	ATC	Apr-96	#82128.5010
ACM SURVEY	ATC	2/13/95	#82126.0344
ACM SURVEY	HLA	3/13/98	#40687.1
LIMITED ACM SURVEY (EDMONDS JEWELERS)	KRAZAN & ASSOC.	3/26/93	#E93-052
ACM MONITORING (G4A, G4B, D4)	ENV. INNOVATIONS	3/9/98	#213-872
ACM SURVEY (D15, G12, G13, G14)	HLA	6/29/98	41651.1
ROOFING AND FIREPROOFING ACM ABATEMENT	ATC	1/12/96	82126.0365
ACM Testing Space L-1 & Mezzanine above mechanical room	Wells Fargo	4/30/99	none given
ACM SURVEY SPACES D-1, E-17, E-18, M-7	HLA	8/24/99	47920.1
ACM SURVEY Spaces D2B, D5, E9, E17, F3 back hallway, F4, F5, F5A	Sigma	3/20/01	94779
ACM Survey Spaces D2A, G2, G3 & K7	Sigma	4/9/01	94798
ACM Survey Space Wells Fargo	Sigma	4/26/02	95191

## FRESNO FASHION FAIR ASBESTOS SURVEY

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	COMMENTS
<b>PROJECT #D1088800010-7/13/98</b>								
1	COMMON AREA COMMON AREA: SEES COMMON AREA: BENETTON COMMON AREA: F.F. OPTICAL COMMON AREA: LANE BRYANT COMMON AREA: LANE BRYANT	E4 E5 E3 F7 F7	1,375 1,100 1,200 5,250 5,250	POS POS POS POS POS	Spray applied fireproofing at N.E. employee access corridor ceiling cavity. Spray applied fireproofing debris at N.E. emp. access corridor ceiling cavity. Spray applied fireproofing debris at N.E. emp. access corridor ceiling cavity. Spray applied fireproofing debris at S.W. emp. access corridor ceiling cavity. Spray applied fireproofing at S.W. emp. access corridor ceiling cavity.	Good Friable Good	Abated Abated; see report HLA 38699	See 5/1993 & 7/13/98 ACM reports.
3	ROGER'S JEWELERS	D12	2,400	POS	Spray applied fireproofing in front of store.	Good		See 11/1991 & 5/13/93 ACM reports.
5	COFFEES	G11	13,500	POS	Spray applied fireproofing.	Friable		See 21/4/92, 3/1/28/2, & 5/1993 ACM reports.
6	GOTTSCHALK			POS POS POS POS POS	Spray applied fireproofing on beam, S.E. corner of ceiling cavity. Spray applied fireproofing in column middle of ceiling cavity. Spray applied fireproofing debris on ceiling, middle of ceiling cavity. Spray applied fireproofing in women's dept.	Abated Abated 6 & 7/96; See 5/1993, 1/3/96 & 4/96 ACM reports Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan Abated 6 & 7/96 by Baker Pacific; monitored by Gale/Jordan		
7	J.C.PENNEY			POS POS POS POS	Spray applied fireproofing in beam in fan room. Spray applied fireproofing on beam in stairwell leading to air handler units. Spray applied fireproofing in N.E. emergency staircase, 2/F. Spray applied fireproofing on roof deck beams.	Good Friable Good		See 5/1993 ACM report.
9	KAUFMAN'S			POS	Spray applied fireproofing on roof deck beams.	Friable		See 5/1993 ACM report.
<b>PROJECT #D1088800010-6-7/13/98</b>								
10	ABOVE 1 HOUR PHOTO	D20	1,500	POS	Spray applied fireproofing debris on beam in ceiling cavity.		Abated	See 5/1993, 3/1/39/98 ACM reports.
11	SUZIES CASUALS	F3	2,016	POS	Spray applied fireproofing on column in ceiling cavity.		Abated	Abated by Northern & monitor by HLA rep. dated 3/26/99
12	FOOT SCENE	E6	1,100	POS	Spray on fireproofing.			See 6/18/92 & 5/1993 ACM reports.
1	COMMON AREA	N/A	N/A	POS	Spray applied fireproofing.			See 5/1993, 3/1/39/98 ACM reports.
								Dabbs present See 4/1/98 & 5/1993 ACM reports.
<b>PROJECT #D1088800010-8-9/6/98</b>								
14	SAN FRANCISCO MUSIC BOX	F8	1,000	POS	Spray applied fireproofing overspray.		Friable	See 5/1993 & 10/6/95 ACM reports.
<b>PROJECT #D1088800010-10-11/3/98</b>								
16	CARLS JR.	E10	5,346	POS	Spray applied fireproofing near hatch at front.		Abated	See 3/20/90 & 5/1993 ACM reports. See HLA report 1/0/10/98
17	KINNEY SHOES	D11	4,200	POS	Spray applied fireproofing on roof deck beams.		Abated	Abated 9/91. F.P. abated by Northern & monitor. By HLA 30/899
								See 7/6/91 & 5/1993 ACM reports.
<b>PROJECT #D1088800010-12-3/20/98</b>								
18	?	G2	1,400	POS	Spray applied fireproofing	Friable		Not abated; See 5/1993 & 4/9/01 ACM report.
19	?	G3	1,000	POS	Spray applied fireproofing in sales area.			See 5/1993 & 4/9/01 ACM reports
20	THE LIMITED	E11			Spray applied fireproofing remains.			See 5/1993 ACM report.
21	C.H. BAKER	E12	3,600	POS	Spray applied fireproofing on beams.	Friable		See 5/1993 ACM report.
22	KUSHNIS	G10	6,000	POS	Spray applied fireproofing.	Abated		Abated 6/96 by PARC & monitored by ATC

PAGE 2

## FRESNO FASHION FAIR ASBESTOS SURVEY

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	COMMENTS
<b>DEI PROJECT #D204889010415-1093901</b>								
23	THE GAP	E18	3,900	POS	Spray applied fireproofing on roof deck beams.	Abated	Abated by PARC and monitored by Sigma JB, 4/4/01	
24	HOWARD & PHIL'S	E17	3,250	POS	Spray applied fireproofing on roof deck beams.	Abated	Abated by PARC and monitored by Sigma JB, 6/20/01	
25	THE WEARHOUSE - MRTW	E16	2,225	POS	Spray applied fireproofing on the roof deck beams.	Abated	Abated by PARC and monitored by Sigma JB 10/20/02	
26	THE WEARHOUSE - MRTW	E16		POS	Spray applied fireproofing in upper level storage area.	Abated	See 5/19/93 & 10/6/95 ACM reports.	
27	LIMITED EXPRESS	E8	3,250	POS	Spray applied fireproofing on column, upper level storage.	Abated	See 5/19/93 & 6/3/94 ACM reports.	
28	EDMOND'S JEWELERS	E15	3,063	POS	Spray applied fireproofing in the sales area.	Abated	Abated by PARC and monitored by Sigma JB 10/20/02	
29	SEE'S CANDIES	E4	4,200	POS	Spray applied fireproofing on the roof deck beams.	Abated	See 5/19/93 ACM report.	
30	SAN FRANCISCO COFFEE & TEA	G1	1,375	POS	Spray applied fireproofing on the roof deck beams.	Friable	Abated by PARC and monitored by Sigma JB 10/20/02	
31	ELLISON'S SHOES	E7	180	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 ACM report.	
32	PARKLANE HOSIERY	D15	3,600	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 ACM report.	
33	LETTIS MATERNITY	D19	900	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 ACM report.	
35	EARTHCRAFT	D9	3,600	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 ACM report.	
36	PETITES WEST	D7	2,345	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 & 3/20/01 reports.	
37	B. DALTON BOOKSTORE	D5	4,440	POS	Spray applied fireproofing on the roof deck beams.	Friable	Abated by PARC and monitored by Sigma JB dated 6/27/01	
38	LYNN'S HALLMARK	G7	3,573	POS	Spray applied fireproofing on the roof deck beams.	Friable	Abated 11/92.	
39	FOOTLOCKER	F4	4,509	POS	Spray applied fireproofing big cross beams in storage.	Friable	See 7/19/91, BG#91, 5/19/93 & 3/1/99 ACM reports.	
40	FOXMOOR	E13	3,062	POS	Spray applied fireproofing on the roof deck beams.	Friable	See 5/19/93 & 3/20/01 ACM reports.	
							All ACM abated by PARC and monitored by EIC	
							See EIC report dated 6/23/97	
<b>DEI PROJECT #D204889010414-15901</b>								
43	CRABTREE & EVELYN	F10	500	POS	Spray applied fireproofing on roof deck beams.	Friable	See 5/19/93 ACM report.	
				POS	Spray applied fireproofing debris in ceiling cavity.	Friable		
<b>DEI PROJECT #A204889010415-15901</b>								
45	GREAT HOT DOG EXPERIENCE	014	1,210	POS	Spray applied fireproofing on roof deck beams.	Friable	See 5/19/93 ACM report.	
	WEINSTOCKS			POS	Spray on materials on structural beams in elevator shaft.			
				POS	Spray on fireproofing on beams and columns at each floor, with some over spray on decking.			
<b>LETS FROM CARTER HANLEY DATE 11/93</b>								
47								
48	MORROWS NUT HOUSE	F9	510	POS	Spray applied fireproofing on roof deck beams.	Friable	Good	See ACM report dated 5/19/93.
	ROGERS JEWELERS	012	2,400	POS	Spray applied fireproofing on structural framework.	Friable	Good	See 4/11/88 & 5/19/93 ACM reports.

## FRESNO FASHION FAIR ASBESTOS SURVEY

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	As of March 26, 2003	COMMENTS
<b>DEI PROJECT #111792 BENETTON</b>									
61	BENETTON	E5	1,100		Spray applied fireproofing (previous survey).	Friable		See 5/19/93 ACM report.	
4	WOOLWORTH	F5	45,921	POS	Spray Applied fireproofing (previous survey).	Absated		See 4/1/98 , 5/19/93 & 3/20/01 ACM reports. Abated by PARC and monitored by Sigma J.B. dated 6/17/02.	
62	KAY BEE TOYS	G9	3,750	POS	Spray applied fireproofing (previous survey).	Absated		Fireproofing abated Feb/March 1996; See 5/19/93 report.	
23	THE GAP	E18	3,900	POS	Spray applied fireproofing (previous survey).	Absated		Abated by PARC and monitored by Sigma J.B. dated 4/4/01	
<b>DEI PROJECT #D20184192 BENETTON</b>									
47	WEINSTOCKS	A1	154,052	POS	Spray on material on structural beams in elevator shaft	Absated		See 5/19/93 ACM report.	
				POS	Spray on fireproofing on beams and columns at each floor, with some dry spray on decking.			DEI was not permitted access to Weinstock's. Positive materials listed are from previous surveys as reported by Carter Hawley Hale.	
6	GOTTSCHALK	B1	76,650	POS	Spray applied fireproofing in mezz. ceiling cavity (30,000 sf).	Absated		Abated 6 & 7/96 by Baker Pacific; monitored by gotsjordan.	
7	J. C. PENNEY	C1	153,769	POS	Spray applied fireproofing in mechanical room (50,000 sf).	Friable		See 4/1/98 , 1/3/96 & 4/96 ACM reports	
						Friable		See 4/1/98 ACM report.	
<b>ATC PROJECT #21264361 OAK TREE</b>									
69	OAK TREE	D8	2,400	POS	Fireproofing (200 sf)	Friable	Good	See 5/19/93 ACM report	
25	THE WEARHOUSE	E20	2,225	POS	Fireproofing (200 sf)	Friable	Good	See 10/9/90 & 5/19/93 ACM reports	
<b>ATC PROJECT #21264361 FORMER GOTTSCHALKS</b>									
6	FORMER GOTTSCHALKS	B1	76,650	POS	Spray applied fireproofing (100,000 sf)	Absated		Abated 6 & 7/96 by Baker Pacific; monitored by gotsjordan	
<b>GATEJORDAN ASSOCIATES INC AC196014 FORMER GOTTSCHALKS</b>									
6	FORMER GOTTSCHALKS	B1	76,650	POS	Fireproofing	Absated		Abated 6 & 7/96 by Baker Pacific; monitored by gotsjordan	
								See 4/1/98 , 5/19/93 & 1/3/96 ACM reports	
<b>HJ PROJECT #1047131358 NATURALIZER</b>									
71	NATURALIZER	D13	7,500	POS	Fire proofing on beams and debris on ceiling tile (300 sf)	Absated		See 5/19/93 report	
12	THINGS REMEMBERED	E6			Fire proofing on beams and debris on ceiling tile (300 sf)	Friable	Good	See 7/13/88 & 5/19/93 reports	
<b>HJ PROJECT #1047131358 M-FASIS</b>									
65	AMERICA THE BEAUTIFUL DREAMER	D1	3,250	POS	Fireproofing (1000 sf.)	Absated		See reports 6/2/95 & 5/19/93	
24	FORMER HOWARD AND PHIL S	E17	3,900	POS	Fireproofing (1000 sf.)	Absated		Abated by APC & monitored by HJA, J.B. dated 12/20/99	
23	M-FASIS	E18			Fireproofing (2000 sf.)	Absated		Abated by APC and monitored by Sigma, J.B. dated 6/20/01	
								See reports 1/17/92, 10/9/90 & 7/20/95	

## PAGE 4 FRESNO FASHION FAIR ASBESTOS SURVEY

REF #	TENANT NAME	SPACE #	GLA	ACM	TYPE	CONDITION	STATUS	As of March 26, 2003 COMMENTS
<b>Sigma Engineering Project #4793-49041</b>								
123	VACANT	02B	1,344	POS	Spray applied fireproofing on beams and columns (250 s.f.)	Friable	Good	
75	WORK WORLD	E9	800	POS	Spray applied fireproofing on beams and columns (800 s.f.)	Friable	Good	See 5/19/93 & 6/2/94
11	CORRIDOR BEHIND F3			POS	Spray applied fireproofing (120 s.f.)	Friable	Good	
39	AFTERTHOUGHTS	F4	1,000	POS	Spray applied fireproofing (500 s.f.)		Abated	Abated by PARC and monitored by Sigma IB dated 6/17/02
4	WORLD FOOTLOCKER	F5	12,160	POS	Spray applied fireproofing in the corridor west of storage area (350 s.f.)		Abated	See reports 5/19/93, 11/17/92 & 4/11/88
	THE GAP	F5A	7,500	POS	Spray applied fireproofing (3500 s.f.)	Friable	Fair	

<b>Sigma Engineering Project #4793-49041</b>								
9	PAYLESS SHOES	D2A	4,200	POS	Spray applied fireproofing on beams and columns (1100 s.f.)	Friable	Fair	
18	CRESENT JEWELER	G2	1,400	POS	Spray applied fireproofing on beams and columns (1200 s.f.)	Friable	Fair	See 3/20/90 & 5/19/93 reports
19	JARMEN SHOES	G3	1,000	POS	Spray applied fireproofing (1000 s.f.)	Friable	Fair	See 3/20/90 & 5/19/93 reports

# ABATEMENT JOBBOOKS STATUS FRESNO FASHION FAIR

As of March 24, 2003

REF #	SPACE	TENANT	CONSULTANT	REPORT DATE	CONSULTANT	PROJECT #
E13-E14		K G MEN'S STORE	ENVIRONMENTAL INNOVATION	6/23/97		213-814/815
D5	B. DALTON BOOKSELLER	APC CONTRACTORS, INC	APC CONTRACTORS, INC	5/20/91		
	K G RETAIL	CERTIFIED SPECIALISTS	RMG, INC	4/30/91		
	EDMONDS JEWELERS	APC CONTRACTORS, INC	APC CONTRACTORS, INC	3/12/93		303/993-05
GNC	VICTORIA'S SECRET	APC CONTRACTORS, INC.	APC CONTRACTORS, INC.	Sep-92		
2	MRS. FIELDS	PENCON		Nov-92		
	BASKIN ROBBINS	APC CONTRACTORS, INC	APC CONTRACTORS, INC	Aug-93		
	BASKIN ROBBINS	APC CONTRACTORS, INC	APC CONTRACTORS, INC	Oct-96		
	THE LIMITED	APC CONTRACTORS, INC	APC CONTRACTORS, INC	Nov-96		
B. DALTON BOOKSELLER	HMS, INC.			8/5/92		
GREAT HOT DOG EXPERIENCE	ENVIRONMENTAL INNOVATION			7/9/91		91-BD-0071-RM-19
K3	CRABTREE & EVELYN	APC CONTRACTORS	APC CONTRACTORS	4/8/92		
F11	TINDER BOX	DEI	DEI	2/13/97		D2889-0170
	ELISON SHOES	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	9/24/92		213-467
	FORMER CENTER SERVICES	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	11/17/92		213-494
	FORMER MAD HATTER	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	7/27/92		213-459
	SBARRO'S	DEI	DEI	6/2/95		213-653
E4	SEE'S			11/15/98		D208888010-5
	GAP/AFTERTHOUGHT STORE	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	2/26/92		D2088-0169
	JAY JABOBS	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	7/6/93		213-530
	COFFEE'S	ENVIRONMENTAL INNOVATION	ENVIRONMENTAL INNOVATION	6/26/95		213-680
G2	FORMER JARMAN'S SHOES	HMS, INC	HMS, INC	4/8/92		213-427
D19	LETTI'S MATERNITY SHOP			6/20/91		
	MACY'S	GALE/JORDAN ASSOCIATES	GALE/JORDAN ASSOCIATES	6/20/91		MAY-JULY 96
	MACY'S	GALE/JORDAN ASSOCIATES	GALE/JORDAN ASSOCIATES	Jul-96		CP96022
	EDMONDS JEWELRY	APC	APC			CP96022.LBP
83	G5	FORMER MILLER'S OUTPOST	EIC	9/8/97		213-851
80,81,67	G4A,B,D4	JAY JABOBS	EIC	3/9/98		213-872
	Gottschalks - Restaurant area	AES	AES	Jul-98		N/A
71,32	D13,D15	Gottschalks:N. entrance roof deck	HLA	8/18/98		41284.4
		BODY AND BATH	ACTION ENVIRONMENTAL SERVICES	10/8/98		none
		K-G'S MEN'S STORE	HLA	10/10/98		41284.4
		CERTIFIED SPECIALISTS				
10	D-20		HLA	3/26/99		41284.4
17,74	D-11,E-3		HLA	3/8/99		41284.4
112	N-2		HLA	6/23/99		41284.4

## **ABATEMENT JOBOOKS STATUS FRESNO FASHION FAIR**

As of March 24, 2003

REF #	SPACE	TENANT	CONSULTANT	REPORT DATE	CONSULTANT PROJECT #
	D-11, E-3		HLA	12/20/99	49017.1
	E-18		SIGMA	4/4/01	94782
	E-17		SIGMA	6/20/01	94812
	K-7		SIGMA	6/20/01	94826
	d-5		SIGMA	7/27/01	94811
	M7		SIGMA	10/17/01	95017
	G8		SIGMA	2/26/02	95100
	F3, F4, F5		SIGMA	6/17/02	95200
	E15, E16		SIGMA	10/2/02	95248
	D9		SIGMA	9/18/02	95249

Exhibit 2

Name of Debtor: W.R. Grace & Co.  
Case Number: 01-01139 (JKF)  
Name of Creditor: Macerich Fresno Limited Partnership  
Confirmation No.: CN00012758 3-31-2003

In March 2003, Macerich Fresno Limited Partnership ("Macerich") retained Sigma Engineering, Inc. ("Sigma") to analyze the asbestos-containing fire proofing materials that are present at the Fresno Fashion Fair. Sigma performed the analytical sampling on April 9, 2003 and determined that the sample of asbestos-containing material removed from the Fresno Fashion Fair had the same composition as "Zonolite Mono-Kote (MK-3)" manufactured by W.R. Grace & Co. (A copy of Sigma's analytical report is attached.) Accordingly, Macerich seeks to amend the Asbestos Property Damage Proof of Claim Form that it submitted on March 31, 2003 (Confirmation No. CN00012758 3-31-2003). With respect to Item 13 of that Form, Macerich has determined that the asbestos-containing product for which it made its claim was "Monokote-3 fireproofing insulation."

Macerich submits the attached analytical report as "Attachment C" to Macerich's Asbestos Property Damage Proof of Claim Form in Case No. 01-01139 (JKF).